

**Any feedback welcome! Please send your contributions to Christian Dupraz (dupraz@supagro.inra.fr)**

## **Proposal for**

# **The European Agroforestry Association Constitution**

The European Agroforestry Association aims at promoting the adoption of agroforestry practices (trees on farms) across the European Union. It will support any effort to develop awareness, education, research and policy making that could foster the use of trees on farms in Europe. This is achieved by :

- Promoting agroforestry by any communication means, including lobbying for agroforestry adapted policies at the European scale
- Organizing a [bi-annual congress](#): the first one will be in 2012.
- Sending an electronic [newsletter](#) to all members.
- Managing a dedicated **web site**, <http://agroforestry.eu/fr>, with functionalities to share information, scientific results and policy issues on agroforestry.
- Achieving specific agreements with national and international agroforestry societies for the exchange of information and organisation of joint congress, symposium and seminars.

---

## **Constitution for a Charitable Unincorporated Association: The European Agroforestry Association**

**(Proposal 1 by C. Dupraz)**

**Constitution to be adopted on the 16th of December 2011.**

### **1. Name**

The name of the association is The European Agroforestry Association ("the Charity"). The acronym for the association is EURAFA.

### **2. Office**

The principal office of the association is located in .....

The principal office may be changed by the Executive Committee to another location within the European Union and such changes of address shall not be deemed, nor require, an amendment of this constitution. The association may also have offices at other places, where it is qualified to achieve its objectives.

### **3. Administration**

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 8 of this constitution ("the Executive Committee").

#### **4. Objects**

The Charity's objects ("the objects") are to promote the adoption of agroforestry practices (trees on farms) throughout Europe. Agroforestry practices include all designs of trees mixed with crops and animals, both inside the limits or on the boundaries of the land parcels.

#### **5. Powers**

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- i. power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- ii. power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- iii. power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- iv. power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- v. power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- vi. power to do all such other lawful things as are necessary for the achievement of the objects.

#### **6. Membership**

1. Membership of the Charity shall be open to:
  - i. individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who have paid any annual subscription laid down by the Executive Committee, and
  - ii. any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription (any such body being called in this constitution a "member organisation").

Every member shall have one vote.

Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.

Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.

The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation: Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

## **7. Honorary Officers**

At the annual general meeting of the Charity the members shall elect from amongst themselves a Chairman, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting.

## **8. Executive Committee**

1. The Executive Committee shall consist of 12 members being:
  - a. The 3 honorary officers specified in the preceding clause;
  - b. 9 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;

Members of the Executive Committee shall not hold office for longer than three years before offering themselves for re-election but must retire after six years. One third (4) of the members of the Executive Committee shall retire from office at the end of each annual general meeting but they may be re-elected or re-appointed for a further three years. If no members want to retire, a ballot will be organized to designate the members that will retire. They may candidate again for election.

The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.

No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

Members of the Executive Committee shall serve without compensation except they may be allowed reasonable advancement or reimbursement of expenses incurred in attending Executive Committee meetings. Attendance by internet will be encouraged to avoid high costs.

## **9. Determination of Membership of Executive Committee**

A member of the Executive Committee shall cease to hold office if he or she:

1. is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
2. notifies to the Executive Committee a wish to resign (but only if at least six members of the Executive Committee will remain in office when the notice of resignation is to take effect).

## **10. Executive Committee Members not to be personally interested**

1. No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.

## **11. Meetings and proceedings of the Executive Committee**

1. The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given. Attendance to the meetings by internet should be available.
2. The Chairman shall act as chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be Chairman of the meeting before any other business is transacted.
3. There shall be a quorum when at least half of the number of members of the Executive Committee for the time being or six members of the Executive Committee, whichever is the greater, are present (including by internet) at a meeting.
4. Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
5. The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
6. The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
7. The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

## **12. Committee of the nations**

7. The Committee of the nations shall consist of one member per European country. To get a delegate in this committee, any country should at least have 10 members (individuals and/or organisations) affiliated to the Association. The delegate is elected by these members in a national meeting held by any mean (meeting, internet conference, telephone conference).  
.Each national delegate is in charge of :
  1. Promoting the association in his country
  2. Inform the Association and the Executive Committee of agroforestry related events and issues in his country
  3. Discuss and validate the proposals of the Association related to European Policy
  4. Update the national page of the Association website

The Committee of the nations assist the executive committee in all matters at the European scale, and specifically on policy issues. Decisions should be taken unanimously. The Executive Committee is bound to follow the advice of the Committee of the Nations. A member of the Executive Committee cannot be part of the Committee of the nations.

### **13. Receipts and expenditure**

1. The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide.
2. The funds belonging to the Charity shall be applied only in furthering the objects.

### **14. Accounts**

The Executive Committee shall comply with their obligations with regard to:

1. the keeping of accounting records for the Charity;
2. the preparation of annual statements of account for the charity;
3. the auditing or independent examination of the statements of account of the Charity; and
4. the transmission of the statements of account of the Charity to the Commission.

### **15. Annual Report**

The Executive Committee shall comply with their obligations with regard to the preparation of an annual report and its transmission to the Commission.

### **16. Annual Return (? What is that? Christian)**

The Executive Committee shall comply with their obligations with regard to the preparation of an annual return and its transmission to the Commission.

### **17. Annual General Meeting**

1. There shall be an annual general meeting of the Charity.
2. Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting. Attendance and vote by internet should be provided.
3. Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
4. The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
5. Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

## **18. Special General Meetings**

1. The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
2. There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting.

## **19. Notices**

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address, and any letter so sent shall be deemed to have been received within 10 days of posting.

## **20. Alterations to the Constitution**

1. Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
2. No amendment may be made to clause 1 (the name of charity clause), clause 4 (the objects clause), clause 10 (Executive Committee members not to be personally interested clause), clause 21 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
3. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
4. The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

## **21. Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

*Signed:*